

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Benchmark Capital Management Co. VI, L.L.C.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Asana, Inc. [ ASAN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/21/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
2965 WOODSIDE ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WOODSIDE CA 94062</u>								
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Preferred Stock <sup>(1)</sup>	(1)	09/21/2020		C			13,461,600	(1)	(1)	Existing Class B Common Stock	13,461,600	\$0.00	0	I	See footnote <sup>(2)</sup>
Existing Class B Common Stock <sup>(1)</sup>	(1)	09/21/2020		C		13,461,600		(1)	(1)	Class A Common Stock	13,461,600	\$0.00	13,461,600	I	See footnote <sup>(2)</sup>
Existing Class B Common Stock <sup>(3)</sup>	(3)	09/21/2020		J		13,461,600		(3)	(3)	Class A Common Stock	13,461,600	\$0.00	0	I	See footnote <sup>(2)</sup>
Class B Common Stock <sup>(3)(4)</sup>	(4)	09/21/2020		J		13,461,600		(4)	(4)	Class A Common Stock	13,461,600	\$0.00	13,461,600	I	See footnote <sup>(2)</sup>
Series B Preferred Stock <sup>(5)</sup>	(5)	09/21/2020		C			184,642	(5)	(5)	Existing Class B Common Stock	184,642	\$0.00	0	I	See footnote <sup>(2)</sup>
Existing Class B Common Stock <sup>(5)</sup>	(5)	09/21/2020		C		184,642		(5)	(5)	Class A Common Stock	184,642	\$0.00	184,642	I	See footnote <sup>(2)</sup>
Existing Class B Common Stock <sup>(3)</sup>	(3)	09/21/2020		J		184,642		(3)	(3)	Class A Common Stock	184,642	\$0.00	0	I	See footnote <sup>(2)</sup>
Class B Common Stock <sup>(3)(4)</sup>	(4)	09/21/2020		J		184,642		(4)	(4)	Class A Common Stock	184,642	\$0.00	13,646,242	I	See footnote <sup>(2)</sup>
Series E Preferred Stock <sup>(6)</sup>	(6)	09/21/2020		C			366,461	(6)	(6)	Existing Class B Common Stock	366,461	\$0.00	0	I	See footnote <sup>(2)</sup>
Existing Class B Common Stock <sup>(6)</sup>	(6)	09/21/2020		C		366,461		(6)	(6)	Class A Common Stock	366,461	\$0.00	366,461	I	See footnote <sup>(2)</sup>
Existing Class B Common Stock <sup>(3)</sup>	(3)	09/21/2020		J		366,461		(3)	(3)	Class A Common Stock	366,461	\$0.00	0	I	See footnote <sup>(2)</sup>
Class B Common Stock <sup>(3)(4)</sup>	(4)	09/21/2020		J		366,461		(4)	(4)	Class A Common Stock	366,461	\$0.00	14,012,703	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Benchmark Capital Management Co. VI, L.L.C.</u>		
(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street) <u>WOODSIDE CA 94062</u>		
(City) (State) (Zip)		

<hr/> <small>(City)</small>	<hr/> <small>(State)</small>	<hr/> <small>(Zip)</small>
<b>1. Name and Address of Reporting Person*</b>		
<a href="#"><u>BENCHMARK CAPITAL PARTNERS VI LP</u></a>		
<hr/> <small>(Last)</small>	<hr/> <small>(First)</small>	<hr/> <small>(Middle)</small>
<a href="#"><u>2965 WOODSIDE ROAD</u></a>		
<hr/> <small>(Street)</small>		
<a href="#"><u>WOODSIDE</u></a>	<a href="#"><u>CA</u></a>	<a href="#"><u>94062</u></a>
<hr/> <small>(City)</small>	<hr/> <small>(State)</small>	<hr/> <small>(Zip)</small>
<b>1. Name and Address of Reporting Person*</b>		
<a href="#"><u>BENCHMARK FOUNDERS FUND VI LP</u></a>		
<hr/> <small>(Last)</small>	<hr/> <small>(First)</small>	<hr/> <small>(Middle)</small>
<a href="#"><u>2965 WOODSIDE ROAD</u></a>		
<hr/> <small>(Street)</small>		
<a href="#"><u>WOODSIDE</u></a>	<a href="#"><u>CA</u></a>	<a href="#"><u>94062</u></a>
<hr/> <small>(City)</small>	<hr/> <small>(State)</small>	<hr/> <small>(Zip)</small>
<b>1. Name and Address of Reporting Person*</b>		
<a href="#"><u>Benchmark Founders Fund VI-B, L.P.</u></a>		
<hr/> <small>(Last)</small>	<hr/> <small>(First)</small>	<hr/> <small>(Middle)</small>
<a href="#"><u>2965 WOODSIDE ROAD</u></a>		
<hr/> <small>(Street)</small>		
<a href="#"><u>WOODSIDE</u></a>	<a href="#"><u>CA</u></a>	<a href="#"><u>94062</u></a>
<hr/> <small>(City)</small>	<hr/> <small>(State)</small>	<hr/> <small>(Zip)</small>

**Explanation of Responses:**

1. The Series A Preferred Stock converted into the Issuer's existing Class B Common Stock ("Existing Class B Common Stock") on a 1:1 basis upon filing of the Issuer's Restated Certificate of Incorporation ("Restated Charter") in connection with the Issuer's direct listing and had no expiration date.
2. Shares are held directly by Benchmark Capital Partners VI, L.P. ("BCP VI") for itself and as nominee for Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B") and related individuals. Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and dispositive power over the securities. Matthew R. Cohler, a member of the Issuer's board of directors, Alexandre Balkanski, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock are the managing members of BCMC VI, and each of them may be deemed to share voting and dispositive power over the securities held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of the securities, except to the extent of such person's or entity's pecuniary interest in such securities.
3. Upon filing of the Restated Charter in connection with the Issuer's direct listing, each share of Existing Class B Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
4. Each share of Class B Common Stock is convertible into one share of Class A Common Stock upon the option of the holder and has no expiration date.
5. The Series B Preferred Stock converted into Existing Class B Common Stock on a 1:1 basis upon filing of the Restated Charter in connection with the Issuer's direct listing and had no expiration date.
6. The Series E Preferred Stock converted into Existing Class B Common Stock on a 1:1 basis upon filing of the Restated Charter in connection with the Issuer's direct listing and had no expiration date.

**Remarks:**

This report is one of three reports, each on a separate Form 4, but relating to the same holdings being filed by entities affiliated with Benchmark and their applicable members.

[/s/ Steven M. Spurlock, as  
Managing Member of Benchmark  
Capital Management Co. VI,  
L.L.C.](#)     [09/23/2020](#)  
  
[/s/ Steven M. Spurlock, as  
Managing Member of Benchmark  
Capital Management Co. VI,  
L.L.C., the General Partner of  
Benchmark Capital Partners VI,  
L.P.](#)     [09/23/2020](#)  
  
[/s/ Steven M. Spurlock, as  
Managing Member of Benchmark  
Capital Management Co. VI,  
L.L.C., the General Partner of  
Benchmark Founders' Fund VI,  
L.P.](#)     [09/23/2020](#)  
  
[/s/ Steven M. Spurlock, as  
Managing Member of Benchmark  
Capital Management Co. VI,  
L.L.C., the General Partner of  
Benchmark Founders' Fund VI-B,  
L.P.](#)     [09/23/2020](#)

\*\* Signature of Reporting Person     Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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